

7617-B
RECORDATION NO. _____ Filed _____

OCT 9 1974 -11 60 /171

SUPPLEMENTAL INDENTURE INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL INDENTURE, dated as of September 24, 1974, by and between UNITED STATES RAILWAY LEASING COMPANY, an Illinois corporation, (hereinafter called the "Company") and BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, not in its individual capacity but in its trust capacity, (hereinafter called the "Trustee"),

W I T N E S S E T H:

WHEREAS, the Company and Trustee have heretofore executed and delivered to and with each other that certain Agreement and Indenture (Security Agreement) dated as of July 15, 1974 (hereinafter called the "Indenture"); and

WHEREAS, the Indenture has been recorded with the Interstate Commerce Commission in accordance with Section 20(c) of the Interstate Commerce Act as Recordation No. 7617; and

WHEREAS, at the request of the holders of the Notes issued under and secured by the Indenture, the parties hereto wish to modify and amend the Indenture to cure certain ambiguities and correct certain provisions in the Indenture.

NOW, THEREFORE, in consideration of the premises and of the payment by such holders to the Company of \$10.00 and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, it is agreed as follows:

AGREEMENT

1. Section 3.10 of the Indenture is hereby amended by deleting therefrom the words "annual" and "semi-annual" and substituting therefor the word "periodic".

2. Exhibit A to the Indenture is amended by deleting from the column headed "Lender and Payment Address" the address of the Bank of America National Trust and Savings Association in its entirety and substituting therefor

the following:

Box 37000
555 California Street
San Francisco, California 94137
Attention: National Division

3. All the other terms and provisions of the Indenture remain in full force and effect, and the Indenture, as hereby amended, is hereby ratified, confirmed and approved.

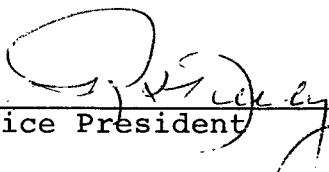
UNITED STATES RAILWAY LEASING
COMPANY

By: Ralph E. Bell
Vice President

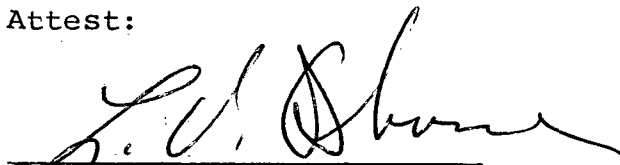
Attest:


Assistant Secretary

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION, not
in its individual capacity,
but in its trust capacity

By: 
Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

On this 8th day of October, 1974, before me personally appeared Ralph Bell, to me personally known, who being by me duly sworn, says that he is a Vice President of UNITED STATES RAILWAY LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert Shene

[NOTARIAL SEAL]

Notary Public

NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXPIRES NOV. 8, 1975
Issued thru Illinois Notary Assoc.

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } ss.

On this 9th day of September, 1974, before me personally appeared R. E. KELLY, to me personally known, who, being by me duly sworn, says that he is a Vice President of BANK OF AMERICA NATIONAL TRUST AND SAVINGS ASSOCIATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Edmond Lee Kelly

[NOTARIAL SEAL]

Notary Public

My Commission expires:

1/22/76

